

R.S.Q., chapter P-45

An Act respecting the legal publicity of sole proprietorships, partnerships and legal persons

CHAPTER I

SCOPE AND INTERPRETATION

Scope.

1. This Act applies to every person or partnership subject to the requirement of registration, and to those whose registration has not been struck off.

Scope.

The Act also applies to persons or groups that register voluntarily, so long as their registration has not been struck off.

1993, c. 48, s. 1.

Registration required.

2. The following are subject to the requirement of registration:

1) every natural person operating a sole proprietorship in Québec, whether or not it is a commercial enterprise, under a name which does not include the person's surname and given name;

2) every general partnership and limited partnership formed in Québec;

3) every partnership not formed in Québec if it carries on an activity in Québec, including the operation of an enterprise, or possesses an immovable real right, other than a prior claim or hypothec, in Québec;

4) every legal person established for a private interest and which is constituted in Québec;

5) every legal person established for a private interest not constituted in Québec, but domiciled in Québec, which carries on an activity in Québec, including the operation of an enterprise, or possesses an immovable real right, other than a prior claim or hypothec, in Québec;

6) every legal person contemplated in paragraph 4 or paragraph 5 which results from an amalgamation, other than a simplified amalgamation, or from a division, where such operation is provided for in law.

Voluntary registration.

A person or group that registers voluntarily is deemed to be subject to the requirement of registration.

1993, c. 48, s. 2; 2006, c. 38, s. 47.

Exception.

3. A natural person using a pseudonym in the exercise of a cultural activity, whether of an artistic, literary or other nature, is not considered, for the purposes of paragraph 1 of section 2, to be using a name other than his own.

1993, c. 48, s. 3.

Registrants outside Québec.

4. Every registrant which is not domiciled or does not have an establishment in Québec must designate an attorney residing in Québec, unless exempted from that requirement by regulation.

Exemption.

Every registrant which, pursuant to an exemption established by regulation, does not declare the information required under subparagraph 4 of the first paragraph and subparagraphs 1 and 6 of the second paragraph of section 10, shall be considered as neither domiciled nor having an establishment in Québec for the purposes of this section, and must also designate an attorney residing in Québec.

Representation by attorney.

The attorney represents, for the purposes of this Act, the registrant, and any proceeding exercised against that registrant, pursuant to an Act may, even after cancellation of registration, be served on the attorney.

1993, c. 48, s. 4; 1995, c. 56, s. 1; 2001, c. 20, s. 1.

Administrator of property of others.

5. Every person who, in the capacity of administrator of the property of others, is entrusted with the administration of the whole of the property of a registrant, has the rights and obligations conferred by this Act on that registrant.

1993, c. 48, s. 5.

Presumption.

6. For the purposes of section 2, every person or partnership having an address in Québec or having there, either directly or through the agency of a representative acting under a general mandate, an establishment, a post office box or the use of a telephone line, or carrying out in Québec any act for the purpose of profit, is presumed to be carrying on an activity or operating an enterprise in Québec.

1993, c. 48, s. 6.

Application of presumption.

7. Before a court of penal jurisdiction, the presumptions set out in section 6 apply in the absence of any evidence to the contrary.

1993, c. 48, s. 7.

CHAPTER II

REGISTRATION

Natural person, partnerships and groups.

8. The registration of a natural person, a partnership, a group or a legal person shall be effected by the enterprise registrar upon presentation of a declaration of registration or, in the case of a legal person constituted in Québec under the Act applicable to legal persons of its kind, upon the deposit of its constituting act in the register of sole proprietorships, partnerships and legal persons.

1993, c. 48, s. 8; 1997, c. 89, s. 1; 2002, c. 45, s. 551.

Time limit.

9. A declaration of registration shall be presented to the enterprise registrar not later than 60 days after the date on which registration becomes compulsory.

Constituting act.

The enterprise registrar, when constituting a legal person or receiving from another authority the constituting act of a legal person constituted by that authority, shall deposit in the register the

constituting act and, where applicable, the documents required by law.

1993, c. 48, s. 9; 1997, c. 89, s. 2; 2002, c. 45, s. 551.

Declaration of business number.

10. Save an exemption established by regulation, a declaration of registration shall contain

- 1) the registrant's name and, if previously registered, the registrant's business number;
- 2) any other name used by the registrant in Québec in carrying on an activity, in operating an enterprise or for the purposes of the possession of an immovable real right, other than a prior claim or hypothec;
- 3) an entry indicating the fact that the registrant is a natural person operating an enterprise or, as the case may be, an entry indicating the registrant's juridical form and the Act under which the registrant is constituted;
- 4) the registrant's domicile.

Declaration of registration.

The declaration shall, in addition, contain where applicable

- 1) the domicile elected by the registrant for the purposes of this Act, with an entry indicating the name of the addressee;
- 2) the names and domiciles of the directors, with an entry indicating the position held by each;
- 3) the names and domiciles of the president, secretary and the principal officer, where they are not members of the board of directors, with an entry indicating the positions they hold;
- 4) the name and address of the registrant's attorney;
- 5) the name, address and capacity of the person mentioned in section 5;
- 6) the addresses of the establishments possessed by the registrant in Québec, specifying which is the principal establishment, the names designating them and the two main sectors of activity carried on in the establishments as well as any other activity carried on there that the registrant is required by law to declare;
- 7) in order of importance, the two main sectors in which the registrant carries on activities or operates an enterprise;
- 8) the number of employees whose workplace is in Québec, on the basis of the bracket determined by the enterprise registrar;
- 9) the date on which the registrant foresees ceasing to exist.

1993, c. 48, s. 10; 2001, c. 20, s. 2; 2002, c. 45, s. 551; 2005, c. 14, s. 1; 2005, c. 29, s. 65.

Declaration of partnership.

11. The declaration of a partnership shall, in addition, contain where applicable

- 1) the name and domicile of each partner, with an entry indicating that no other person is a member of the partnership, distinguishing, in the case of a limited partnership, the general partners from the special partners known at the time the contract is entered into, and specifying the partner who furnishes the greatest contribution;
- 2) the object pursued by the partnership;

3) an entry indicating that the liability of some or all of the partners is limited, if the partnership is a limited liability partnership or is not formed in Québec;

4) the date on which a general partnership becomes or ceases to be a limited liability partnership.

1993, c. 48, s. 11; 2001, c. 34, s. 21.

Declaration of legal person.

12. The declaration of a legal person shall, in addition, contain where applicable

1) the name of the State in which the legal person was constituted and the date of its constitution;

2) the name of the State in which the amalgamation or division giving rise to the legal person took place, the date of the amalgamation or division and the name, domicile and business number of any legal person that was a party to the amalgamation or division;

3) the date of the continuation or other transformation of the legal person;

4) the name and domicile of the three shareholders controlling the greatest number of votes, in order of importance, with an entry indicating any shareholder holding an absolute majority.

1993, c. 48, s. 12; 2005, c. 14, s. 2.

Restrictions applicable to name.

13. No registrant may declare or use in Québec a name which

1) is not in conformity with the Charter of the French language (chapter C-11);

2) includes an expression which the law or the regulations reserve for another person or prohibit the registrant from using;

3) includes an expression that evokes an immoral, obscene or offensive notion;

4) incorrectly indicates the registrant's juridical form or fails to indicate such form where so required by law, taking into account, in particular, the standards determined by regulation relating to the composition of names;

5) falsely suggests that the registrant is a non-profit group;

6) falsely suggests that the registrant is, or is related to, a public authority mentioned in the regulation;

7) falsely suggests that the registrant is related to another person, partnership or group, in particular, in the cases and taking into account the criteria determined by regulation;

8) may lead to confusion with a name used by another person, partnership or group in Québec, taking into account, in particular, the criteria determined by regulation;

9) is, in whatever manner, liable to mislead third persons.

French version of name.

Every registrant whose name is in a language other than French must declare the French version of the name used in Québec in carrying on activities, in operating an enterprise or for the purposes of the possession of an immovable real right, other than a prior claim or hypothec.

Exception.

The second paragraph does not apply to a natural person who registers voluntarily and who, for that purpose, declares only his surname and given name.

1993, c. 48, s. 13.

Entitlement.

14. No entitlement to a name is acquired by a registrant by the sole fact of the entry of the name in the register or the deposit in the register of a document containing the name.

1993, c. 48, s. 14.

Form of declaration.

15. Every declaration of registration shall be drawn up on the form supplied for the purpose or authorized by the enterprise registrar, in accordance with the specifications determined by regulation. All documents submitted with a form must be drawn up using a support medium of the same type, quality and format and must respect the same specifications.

1993, c. 48, s. 15; 2002, c. 45, s. 551.

Form of constituting act.

16. Except to the extent provided by law, every constituting act deposited in the register shall be drawn up, as regards the type, quality and format of the support medium used and the arrangement and form of the text contained therein, in accordance with the specifications determined by regulation.

Certified copy.

Where the original of the constituting act is not available, the enterprise registrar may accept a copy certified by an authorized person.

1993, c. 48, s. 16; 2002, c. 45, s. 551.

Requirements.

17. Every declaration of registration must

- 1) be in conformity with section 57.1;
- 2) be drawn up in duplicate;
- 3) be presented with the fees prescribed by regulation.

1993, c. 48, s. 17; 1997, c. 89, s. 3; 2005, c. 14, s. 3.

Grounds for refusal.

18. The enterprise registrar shall refuse to register a registrant where the declaration of registration

- 1) does not contain the information described in any of sections 10 to 12, where that information is required;
- 2) contains a name which is not in conformity with the provisions of any of subparagraphs 1 to 6 of the first paragraph or of the second paragraph of section 13;
- 3) is not in conformity with either section 15 or 17.

Grounds for refusal.

The registration of a registrant that is already registered or, in the case of a partnership constituted in Québec, whose registration has been the subject of an ex officio striking off shall also be refused.

1993, c. 48, s. 18; 1997, c. 89, s. 4; 2002, c. 45, s. 551; 2006, c. 38, s. 48.

Grounds for refusal.

19. The enterprise registrar shall refuse to register a legal person constituted in Québec under the particular Act applicable to it where its constituting act

1) contains a name which is not in conformity with the provisions of any of subparagraphs 1 to 6 of the first paragraph or of the second paragraph of section 13;

2) is not in conformity with the provisions of section 16.

Grounds for refusal.

The registration of a legal person that is already registered or, in the case of a legal person constituted in Québec, whose registration has been the subject of an ex officio striking off shall also be refused.

1993, c. 48, s. 19; 2002, c. 45, s. 551; 2006, c. 38, s. 49.

Reasons for refusal.

20. The enterprise registrar, when refusing to register a registrant pursuant to section 18 or 19, shall inform the registrant of the reasons for refusal.

1993, c. 48, s. 20; 1997, c. 89, s. 5; 2002, c. 45, s. 551.

Registration by declaration.

21. The enterprise registrar shall register every registrant whose declaration of registration or constituting act is in conformity with the provisions of this Act by entering in the register the information concerning the registrant and assigning a Québec business number to the registrant.

Business number.

He shall inscribe the business number and the date of registration on each copy of the declaration of registration or, as the case may be, on the constituting act.

1993, c. 48, s. 21; 1997, c. 89, s. 6; 2002, c. 45, s. 551; 2005, c. 14, s. 4.

Copies of declaration.

22. The enterprise registrar shall, after registering a registrant upon presentation of a declaration of registration, return to the registrant a copy of the declaration and deposit the second copy in the register.

1993, c. 48, s. 22; 1997, c. 89, s. 7; 2002, c. 45, s. 551.

Registration by deposit of constituting act.

23. The enterprise registrar shall transmit, to every registrant registered upon deposit in the register of its constituting act, an initial declaration drawn up in a single copy in accordance with the form and content prescribed for a declaration of registration, and on which shall be transcribed the information described in the first paragraph of section 10, the business number assigned to the registrant and the date of registration.

1993, c. 48, s. 23; 2002, c. 45, s. 551; 2005, c. 14, s. 5.

Initial declaration.

23.1. The initial declaration must

- 1) be completed by the registrant or an authorized person;
- 2) be in conformity with section 57.1; and
- 3) be filed with the enterprise registrar within 60 days after the registration date.

Late declaration.

If the declaration is filed after the time prescribed in subparagraph 3 of the first paragraph, it must also be presented with the fee prescribed by regulation.

2005, c. 14, s. 6.

Refusal of initial declaration.

24. The enterprise registrar shall refuse to deposit in the register any initial declaration that

- 1) does not contain the information described in any of sections 10 to 12, where that information is required;
- 2) contains a name which is not in conformity with the provisions of any of subparagraphs 1 to 6 of the first paragraph or of the second paragraph of section 13;
- 3) is not in conformity with the provisions of section 15;
- 4) is not in conformity with section 57.1;
- 5) is not presented with the fees prescribed by regulation, where payable.

Reasons for refusal.

The enterprise registrar shall inform the registrant of the reasons for refusal.

1993, c. 48, s. 24; 2002, c. 45, s. 551; 2005, c. 14, s. 7.

Deposit of initial declaration.

25. The enterprise registrar shall deposit in the register, upon presentation, every initial declaration which is in conformity with the provisions of this Act.

1993, c. 48, s. 25; 2002, c. 45, s. 551.

CHAPTER III

UPDATING OF INFORMATION

DIVISION I

ANNUAL UPDATING

Updating.

26. Every registrant shall update the information in the register concerning the registrant by filing an annual declaration for that purpose with the enterprise registrar during the period determined by regulation.

Obligation.

The obligation to update information exists from the year following the year during which the registrant is first registered.

1993, c. 48, s. 26; 2001, c. 20, s. 3; 2002, c. 45, s. 551; 2005, c. 14, s. 8.

Prescribed form.

26.1. A registrant who must file a fiscal return with the Minister under section 1000 of the Taxation Act (chapter I-3), or, in the case of a natural person operating a sole proprietorship, who would be required to file such a return if tax were payable by the person under Part I of that Act, may, during the filing period for an annual declaration, update the information in the register concerning the registrant by filing the prescribed form with the registrant's fiscal return and indicating on that form any changes in the information entered in the reference document sent previously by the Minister.

Provisions applicable.

The form provided for in the first paragraph shall be prescribed by the Minister or the Deputy Minister of Revenue. Sections 36.1, 37.1, 37.3 and 37.6 of the Act respecting the Ministère du Revenu (chapter M-31) apply to that form, with the necessary modifications. Section 89 of that Act does not apply.

2005, c. 14, s. 9; 2006, c. 38, s. 50.

Filing period.

26.2. Where the application of the Taxation Act (chapter I-3) changes the filing period for the annual declaration of a registrant referred to in section 26.1 who is a legal person, the registrant is required to satisfy the obligation under section 26 only once during a calendar year.

2005, c. 14, s. 9.

Presumption.

26.3. A legal person whose filing period for an annual declaration spans two calendar years and who, in accordance with section 26 or 26.1, updates the information concerning the legal person during the part of that period that is in the second calendar year although no such updating was done during the preceding calendar year, is deemed to have satisfied the annual updating obligation for the preceding calendar year.

Statement of information.

The enterprise registrar shall enter each year for which the legal person is deemed to have satisfied the annual updating obligation under the first paragraph in the legal person's statement of information.

2005, c. 14, s. 9.

Exemption.

27. Every legal person resulting from a simplified amalgamation which, upon amalgamation, presented an amending declaration during the period determined for filing an annual declaration, is exempted from the requirement for the current year.

1993, c. 48, s. 27; 2001, c. 20, s. 4.

Exemption.

28. Every registrant having filed, during the period determined for filing an annual declaration, a document containing the same information as that required in an annual declaration, that is deposited in the register following its transfer under section 72 or 73, is exempted from the requirement of filing an annual declaration for the current year.

Exemption.

Every registrant that files under section 26.1 a document transferred under section 72.1 that is deposited in the register together with the reference document sent previously by the Minister is also

exempted from that requirement.

1993, c. 48, s. 28; 2005, c. 14, s. 10; 2006, c. 38, s. 51.

Notice.

29. Before the beginning of the period determined for filing an annual declaration, the enterprise registrar shall send a notice to every registered registrant having failed to present an annual declaration for the previous year.

Content.

The notice must state that registration may be struck off if the registrant fails to remedy the default and to file the next annual declaration required of that registrant.

Copy of notice.

A copy of the notice shall be deposited in the register.

1993, c. 48, s. 29; 2002, c. 45, s. 551; 2005, c. 14, s. 11.

Annual declaration.

30. Every annual declaration must be drawn up in a single copy in accordance with the form and content prescribed for a declaration of registration.

Fee.

Where a declaration is filed after the determined period, it must, in addition, be presented with the fee prescribed by regulation.

1993, c. 48, s. 30; 2001, c. 20, s. 8; 2005, c. 14, s. 12.

Specifications.

30.1. A document transferred to the enterprise registrar under section 72 or 73 must be drawn up in accordance with the specifications determined by regulation.

Document with form.

In addition, a document submitted with the form provided for in section 26.1 and transferred to the enterprise registrar under section 72.1 must be drawn up in accordance with the specifications determined by regulation or on a medium of the same type, quality and format as that of the form.

2005, c. 14, s. 13.

Refusal of annual declaration.

31. The enterprise registrar shall refuse to file in the register any annual declaration that

1) does not contain the information described in any of sections 10 to 12, where that information is required;

2) contains a name which is not in conformity with the provisions of any of subparagraphs 1 to 6 of the first paragraph or of the second paragraph of section 13;

3) is not in conformity with the provisions of section 15;

4) is not in conformity with section 57.1;

5) is not presented with the fees prescribed by regulation, if those fees are payable.

Refusal of replacement document.

The enterprise registrar shall also refuse to file in the register the document referred to in section 28 if it is not in conformity with subparagraphs 1 and 2 of the first paragraph or section 30.1, or, in the case of a document filed by a registrant and transferred under section 72.1, if it does not indicate the number of the reference document sent previously by the Minister.

Reasons for refusal.

The enterprise registrar shall inform the registrant of the reasons for refusal.

1993, c. 48, s. 31; 2001, c. 20, s. 8; 2002, c. 45, s. 551; 2005, c. 14, s. 14; 2006, c. 38, s. 53.

Deposit of annual declaration.

32. The enterprise registrar shall deposit in the register, upon presentation, every annual declaration which is in conformity with the provisions of this Act or, where applicable, the document referred to in section 28.

1993, c. 48, s. 32; 2002, c. 45, s. 551.

DIVISION II

REGULAR UPDATING

Amending declaration.

33. Where a registrant discovers or is informed that a declaration filed by the registrant or a document filed by the registrant and transferred under section 72, 72.1 or 73 is incomplete or contains inaccurate information, the registrant must make the appropriate correction by filing an amending declaration.

Effective date.

The correction is deemed to take effect from the date of deposit of the declaration or of the corrected document, as the case may be.

Exemption.

Where the registrant is a partnership, it is exempted from the requirement of presenting such an amending declaration if the declaration has been corrected by a regularizing document in accordance with article 2191 of the Civil Code .

1993, c. 48, s. 33; 2005, c. 14, s. 15.

Amending declaration.

34. A registrant shall also file an amending declaration in order to update the following information:

- 1) the registrant's name;
- 2) any other name used by the registrant in Québec in carrying on an activity, in operating an enterprise or for the purposes of the possession of an immovable real right, other than a prior claim or hypothec;
- 3) an entry indicating the fact that the registrant is a natural person operating an enterprise or, as the case may be, an entry indicating the registrant's juridical form and the Act under which the registrant is constituted;
- 4) the registrant's domicile;
- 5) the domicile elected by the registrant for the purposes of this Act and the entry indicating the

name of the addressee;

6) the names and domiciles of the directors, with an entry indicating the position held by each;

7) the names and domiciles of the president, secretary and principal officer, where they are not members of the board of directors, and the entry indicating the positions they hold;

8) the name and address of the registrant's attorney;

9) the name, address and capacity of the person mentioned in section 5;

10) the addresses of the establishments possessed by the registrant in Québec, specifying which is the principal establishment;

11) the date on which the registrant foresees ceasing to exist;

12) the name and domicile of each partner, and an entry indicating that no other person is a member of the partnership, and distinguishing, in the case of a limited partnership, the general partners from the special partners known at the time the contract is entered into;

13) the object pursued by the partnership;

14) the date of its continuation or other transformation.

1993, c. 48, s. 34.

Requirements in case of simplified amalgamation.

35. Every legal person resulting from a simplified amalgamation within the meaning of section 123.129 or 123.130 of the Companies Act (chapter C-38) shall file an amending declaration to update in the register the information concerning the registrant whose business number it retains. Such declaration must contain, in addition to any information requiring modification, the information described in paragraph 2 of section 12.

1993, c. 48, s. 35; 2005, c. 14, s. 16.

Administrator of property of others.

36. The person referred to in section 5 entrusted with the administration of the whole of the property of the registrant shall declare his name, address and capacity by filing a declaration to amend the information concerning the registrant.

1993, c. 48, s. 36.

Liquidation or dissolution.

37. Every registered legal person having decided to liquidate or to apply for liquidation, or to dissolve or to apply for dissolution, shall file a declaration to that effect.

Exemption.

A legal person having filed a notice under section 9 or 25.1 of the Winding-up Act (chapter L-4) is exempted from filing such a declaration.

1993, c. 48, s. 37.

Updating of information.

38. Information concerning a registrant contained in the register shall, at the request of the enterprise registrar, be updated by the registrant by the filing of an amending declaration.

Request for updating.

Such a request, which shall be deposited in the register, shall indicate that the registrant's registration will be struck off unless the information requested is filed within 60 days after the date of the deposit of the request in the register.

1993, c. 48, s. 38; 2002, c. 45, s. 551.

Exemption.

39. Every legal person registered upon deposit of its constituting act in the register is exempted from the requirement of filing an amending declaration where the change must be carried out, under the particular Act applicable to it, by a document amending its constituting act.

Application of s. 16.

The provisions of section 16 apply to a document amending the constituting act of the registered legal person.

Deposit of amending document.

The enterprise registrar shall deposit in the register the document amending the constituting act of the registered legal person.

1993, c. 48, s. 39; 2002, c. 45, s. 551.

Exemption.

40. Every registrant having filed a document containing information giving rise to an amending declaration that is deposited in the register following its transfer under section 72 or 73, is exempted from the requirement of filing such a declaration.

1993, c. 48, s. 40; 2005, c. 14, s. 17; 2006, c. 38, s. 55.

Amending declaration.

41. Every amending declaration must be presented to the enterprise registrar within 15 days after the change. It must

1) be drawn up in duplicate on the form supplied for the purpose or authorized by the enterprise registrar, in accordance with the specifications determined by regulation;

2) indicate the business number of the registrant and the change; and

3) be in conformity with section 57.1.

1993, c. 48, s. 41; 2002, c. 45, s. 551; 2005, c. 14, s. 18.

Specifications.

41.1. A document transferred to the enterprise registrar under section 72 or 73 must be drawn up in accordance with the specifications determined by regulation.

2005, c. 14, s. 19; 2006, c. 38, s. 56.

Refusal of amending declaration.

42. The enterprise registrar shall refuse to deposit in the register an amending declaration that

1) does not contain the information described in any of sections 10 to 12, where that information is required;

2) contains a name which is not in conformity with the provisions of any of subparagraphs 1 to 6 of

the first paragraph or of the second paragraph of section 13;

3) is not in conformity with the provisions of section 41.

Refusal of document.

The enterprise registrar shall also refuse to deposit in the register a document referred to in section 40 that is not in conformity with subparagraphs 1 and 2 of the first paragraph, paragraph 2 of section 41 or section 41.1.

Reasons for refusal.

The enterprise registrar shall inform the registrant of the reasons for refusal.

1993, c. 48, s. 42; 2002, c. 45, s. 551; 2005, c. 14, s. 20.

Copies of amending declaration.

43. The enterprise registrar shall deposit in the register, upon presentation, a copy of every amending declaration that is in conformity with the provisions of this Act, and return the second copy to the registrant; in the case of a document referred to in section 40, the enterprise registrar shall deposit it.

Notices.

The enterprise registrar shall also deposit in the register the notices prescribed in articles 306, 358 and 359 of the Civil Code.

1993, c. 48, s. 43; 2002, c. 45, s. 551; 2005, c. 14, s. 21.

CHAPTER IV

STRIKING OFF

DIVISION I

STRIKING OFF BY REQUEST

Deceased person.

44. The registration of a deceased person shall be struck off upon presentation of a declaration for striking off by the liquidator of the succession, unless the activity rendering registration compulsory is continued for the benefit of the succession and an amending declaration under section 36 has been filed.

Time limit.

The declaration must be presented not later than six months after the death.

1993, c. 48, s. 44.

Declaration for striking off.

45. Every registrant no longer required to register, except a registrant subject to an ex officio striking off, shall file a declaration for striking off without delay.

Presentation.

The declaration shall be presented by the last directors, the partners, the attorney or the person referred to in section 5 where the registrant has ceased to exist.

1993, c. 48, s. 45.

Declaration for striking off.

46. Every person or group having registered voluntarily may present a declaration for striking off at any time.

1993, c. 48, s. 46.

Form of declaration.

47. Every declaration for striking off must

1) be drawn up in duplicate on the form supplied for the purpose or authorized by the enterprise registrar, in accordance with the specifications determined by regulation;

2) be in conformity with section 57.1;

3) indicate the business number of the registrant; and

4) if it concerns a registrant other than a registrant referred to in section 57.5 or 57.6, be submitted with the annual registration fee, if that fee is payable, and any penalty prescribed in section 57.3.

1993, c. 48, s. 47; 2002, c. 45, s. 551; 2005, c. 14, s. 22.

Refusal of declaration for striking off.

48. The enterprise registrar shall refuse to deposit in the register any declaration for striking off that is not in conformity with subparagraphs 1 to 3 of section 47.

Reasons for refusal.

The enterprise registrar shall inform the registrant of the reasons for refusal.

1993, c. 48, s. 48; 2002, c. 45, s. 551; 2005, c. 14, s. 23.

Copies of declaration.

49. The enterprise registrar shall deposit in the register, upon presentation, a copy of every declaration for striking off that is in conformity with the provisions of this Act, and return the second copy to the registrant whose registration is struck off.

1993, c. 48, s. 49; 2002, c. 45, s. 551.

DIVISION II

EX OFFICIO STRIKING OFF

Order for ex officio striking off.

50. The enterprise registrar may, ex officio, strike off the registration of a registrant having failed to file two consecutive annual declarations or to comply with a request made under section 38, by filing an order to that effect in the register. He shall transmit a copy of the order to the registrant.

Result of striking off.

The striking off of the registration of a legal person constituted in Québec entails its dissolution.

Presumption.

However, that legal person is deemed to continue in existence in order to terminate any judicial or administrative proceeding.

1993, c. 48, s. 50; 2002, c. 45, s. 551; 2005, c. 14, s. 24.

Amalgamation or division of legal person.

51. The enterprise registrar shall, ex officio, strike off the registration of any amalgamated or divided legal person mentioned in the declaration filed by the legal person resulting from the amalgamation or division, by entering an indication to that effect in the register.

1993, c. 48, s. 51; 2002, c. 45, s. 551.

Date of cessation.

52. The enterprise registrar shall strike off the registration of a partnership or legal person when the date on which it must cease to exist is reached, by entering an indication to that effect in the register.

1993, c. 48, s. 52; 2002, c. 45, s. 551.

Dissolution.

53. The enterprise registrar shall, ex officio, strike off the registration of every dissolved legal person upon deposit in the register of the act of dissolution or of a notice to that effect. He shall also strike off the registration of every partnership or legal person in liquidation by depositing in the register the notice of closure or the liquidation notice, as the case may be.

1993, c. 48, s. 53; 2002, c. 45, s. 551.

DIVISION III

REVOCATION OF STRIKING OFF

Revocation.

54. The enterprise registrar may, on application and on the conditions he determines, revoke a striking off under section 50.

Fees.

The application for revocation must be presented with the fees prescribed by regulation.

1993, c. 48, s. 54; 2002, c. 45, s. 551.

Resumption.

55. The enterprise registrar shall revoke the striking off of the registration of every legal person constituted in Québec that has resumed its existence under the particular Act applicable to it.

1993, c. 48, s. 55; 2002, c. 45, s. 551.

Order for revocation.

56. The enterprise registrar shall revoke the striking off of the registration of a registrant by depositing an order to that effect in the register. He shall transmit a copy of the order to the registrant.

Result of revocation.

The revocation of the striking off of the registration of a legal person constituted in Québec results in its resuming existence on the date of deposit of the order.

1993, c. 48, s. 56; 2002, c. 45, s. 551.

Presumption.

57. Subject to the rights acquired by any person or group, the registration of a registrant is deemed to have never been struck off and the legal person constituted in Québec is deemed to have never been dissolved.

1993, c. 48, s. 57.

CHAPTER IV.1

TRANSMISSION OF DECLARATIONS

Conditions.

57.1. A declaration filed under this Act must be signed by the registrant or the registrant's representative or be sent using an information technology medium in accordance with the conditions determined by the Minister.

2005, c. 14, s. 26; 2006, c. 38, s. 58.

Waiver.

57.1.1. The enterprise registrar may, on the conditions the enterprise registrar determines, waive the filing of a declaration or form, of information, of a supporting document or of any other document which would otherwise have to be filed.

Revocation.

However, the enterprise registrar retains the right to revoke the waiver and to require the filing of any declaration, form, information or document referred to in the first paragraph within the time the enterprise registrar determines.

2006, c. 38, s. 59.

CHAPTER IV.2

ANNUAL REGISTRATION FEE

Annual fee.

57.2. A registrant who is registered on 1 January of each year must pay the annual registration fee prescribed by regulation that is applicable to the registrant's juridical form on that date.

Obligation.

The obligation to pay the fee exists from the second year following the registrant's initial registration.

Exemption.

Despite the first paragraph, a registrant whose registration is struck off after 31 December of a particular year is exempted from paying the annual registration fee for the following year if the document whose deposit in the register gave rise to the striking off was duly completed and submitted to the enterprise registrar before 1 January of that following year.

2005, c. 14, s. 26; 2006, c. 38, s. 60.

Payment date.

57.3. The registrant shall pay the annual registration fee to the enterprise registrar not later than whichever of the following dates occurs first:

- 1) the date on which the period during which the registrant must file an annual declaration ends; and

2) the date of presentation of a declaration for striking off, a document referred to in section 53, or any other document that entails the striking off of the registrant's registration.

Penalty.

A registrant who fails to pay the annual registration fee in accordance with the first paragraph must, in addition, pay a penalty equal to 50 % of that fee.

2005, c. 14, s. 26.

Exception.

57.4. Despite sections 57.2 and 57.3, a registrant or a registrant's representative who presents an application for the revocation of a striking off under section 54 must also pay the enterprise registrar the annual registration fee prescribed by regulation for the current year, the fees in respect of all the years from the time of striking off until the presentation of the application, and the corresponding penalty prescribed in the second paragraph of section 57.3.

2005, c. 14, s. 26.

Exception.

57.5. Despite section 57.3, a natural person who operates a sole proprietorship and to whom section 26.1 applies shall pay the Minister the annual registration fee on or before the balance-due day determined in respect of the registrant for the purposes of Part I of the Taxation Act (chapter I-3) for the preceding taxation year.

2005, c. 14, s. 26; 2006, c. 38, s. 63.

Exception.

57.6. Despite section 57.3, a legal person to which section 26.1 applies shall pay the Minister the annual registration fee for a given year on or before the balance-due day determined in respect of the registrant for the purposes of Part I of the Taxation Act (chapter I-3) for the taxation year that includes 1 January of that year.

2005, c. 14, s. 26; 2006, c. 38, s. 64.

Fiscal law.

57.7. Sections 57.5 and 57.6 constitute a fiscal law within the meaning of the Act respecting the Ministère du Revenu (chapter M-31).

Provisions applicable.

Sections 1000 to 1010, 1037, 1045 and 1052 of the Taxation Act (chapter I-3) apply, with the necessary modifications, to sections 57.5 and 57.6.

2005, c. 14, s. 26.

CHAPTER V

REGISTER

DIVISION I

CONSTITUTION

Institution.

58. A register of sole proprietorships, partnerships and legal persons is hereby instituted.

1993, c. 48, s. 58.

Purpose.

59. The purpose of the register is to receive information relating to registrants and to make it public.

Purpose.

A further purpose is to record the existence of Québec legal persons whose constitution takes effect, by virtue of the particular Acts applicable to them, from the date of their registration in the register.

1993, c. 48, s. 59.

Composition.

60. The register is composed of all the information entered in it, together with the documents which are deposited in it and, in relation to each registered or formerly registered person, partnership or group, of an index of documents, a statement of information and an index of names.

1993, c. 48, s. 60.

Responsibility of registrants.

61. Registrants are responsible for verifying the legality and accuracy of the contents of the declarations and the documents transferred to the enterprise registrar under sections 72, 72.1 and 73 which are filed by them.

1993, c. 48, s. 61; 2005, c. 14, s. 27.

Information as proof.

62. The information relating to each registrant is proof of its contents in favour of third persons in good faith from the date on which it is entered in the statement of information. Third persons may submit any proof to refute the information contained in a declaration or in a document transferred to the enterprise registrar under section 72, 72.1 or 73.

Description of information.

That information shall include:

- 1) the registrant's name;
- 2) any other name used by the registrant in Québec;
- 3) an entry indicating the fact that the registrant is a natural person operating an enterprise or, as the case may be, an entry indicating the registrant's juridical form and the Act under which the registrant is constituted;
- 4) the registrant's domicile;
- 5) the domicile elected by the registrant for the purposes of this Act with an entry indicating the name of the addressee;
- 6) the names and domiciles of the directors, with an entry indicating the position held by each;
- 7) the names and domiciles of the president, secretary and principal officer, where they are not members of the board of directors, with an entry indicating the positions they hold;
- 8) the name and address of the registrant's attorney;
- 9) the name, address and capacity of the person mentioned in section 5;

10) the addresses of the establishments possessed by the registrant in Québec, specifying which is the principal establishment;

11) the date on which the registrant foresees ceasing to exist;

12) the name and domicile of each partner, with an entry indicating that no other person is a member of the partnership, distinguishing, in the case of a limited partnership, the general partners from the special partners known at the time the contract is entered into;

13) the object pursued by the partnership;

14) the name of the State in which the registrant was constituted as a legal person and the date of constitution;

15) the name of the State in which the amalgamation or division giving rise to the legal person took place, the date of the amalgamation or division and the name, domicile and business number of any legal person that was a party to the amalgamation or division;

16) the date of its continuation or other transformation.

Restriction.

No registrant whose registration has been the subject of an ex officio striking off may controvert any information described in the first paragraph that is contained in the statement of information.

1993, c. 48, s. 62; 2005, c. 14, s. 28.

Duties of enterprise registrar.

63. The enterprise registrar is entrusted with keeping, preserving and ensuring the publicity of the register.

Reproduction of register.

The enterprise registrar may reproduce all or part of the register in as many copies as he considers necessary for its preservation and consultation.

1993, c. 48, s. 63; 2002, c. 45, s. 551.

Support media.

64. The enterprise registrar shall keep the register using the support media he determines.

1993, c. 48, s. 64; 2002, c. 45, s. 551.

Index and statement.

65. The index of documents deposited, the statement of information and the index of names shall be prepared by the enterprise registrar using any method he considers suitable. They must be updated regularly according to the documents deposited and be dated.

Index of documents.

The index of documents shall group documents by category, allow the chronological order of deposit to be reconstituted and contain an indication enabling them to be retrieved.

Statement of information.

The statement of information shall be established on the basis of the elements prescribed by regulation.

Index of names.

The index of names shall contain the name previously declared by the registrant that no longer appears in the statement of information and the name that allows him to be identified.

1993, c. 48, s. 65; 2002, c. 45, s. 551.

DIVISION II

ADMINISTRATION

Deposit of document.

66. The enterprise registrar, when depositing a document in the register, shall inscribe on it the date of deposit, make an entry of it in the index of documents and either add its contents to the statement of information or enter an appropriate indication therein.

Effect of deposit.

Such a deposit effectively updates the information contained in the register.

1993, c. 48, s. 66; 2002, c. 45, s. 551; 2005, c. 14, s. 29.

Updating after deposit.

67. Where the enterprise registrar, upon deposit of a document, is unable to effect the corresponding updating in the statement of information and, as the case may be, in the index of names, he shall enter therein an indication that the document has been deposited and that its contents have yet to be added.

Petitions.

Where the enterprise registrar is petitioned under section 83, 84 or 85, he shall make an entry to that effect in the statement of information.

1993, c. 48, s. 67; 2002, c. 45, s. 551; 2005, c. 14, s. 30.

Correction of errors.

68. The enterprise registrar may, ex officio or on request, correct an index of documents, statement of information or index of names that is not consistent with the information declared by the registrant or the person referred to in section 5.

Correction of address.

He may also correct in the statement of information any address that is incomplete or inaccurate.

Substantial correction.

Where the correction is substantial, the enterprise registrar shall make the correction and deposit in the register a notice to that effect, a copy of which shall be given to the registrant.

1993, c. 48, s. 68; 2002, c. 45, s. 551; 2005, c. 14, s. 31.

Correction of errors.

69. The enterprise registrar may, ex officio or on request, correct a document drawn up by him if it is incomplete or if it contains a clerical or other material error.

Correction of errors.

The enterprise registrar may, for the same reasons, correct a document drawn up by another authority at the latter's request.

Substantial correction.

Where the correction is substantial, the enterprise registrar shall effect it by depositing in the register a notice to that effect, a copy of which shall be given to the registrant.

Retroactivity.

The correction shall be retroactive to the date of deposit of the document it concerns.

1993, c. 48, s. 69; 2002, c. 45, s. 551.

Cancellation ex officio.

70. The enterprise registrar may, ex officio, cancel an entry or the deposit in the register of a declaration, a notice under the second paragraph of section 43, a notice of closure or a liquidation notice under section 53, or a document transferred under section 72, 72.1 or 73, where the presentation of the declaration, notice or document giving rise to the registration was carried out without entitlement.

1993, c. 48, s. 70; 2002, c. 45, s. 551; 2005, c. 14, s. 32.

71. (Repealed).

1993, c. 48, s. 71; 2002, c. 45, s. 551; 2005, c. 14, s. 33.

Agreement with government department.

72. The Minister may enter into a written agreement with a government department or body to allow deposit in the register of a document filed with that department or body by a registrant under another Act that contains the same information as an annual or amending declaration.

Transfer of documents.

Any department or body is competent to enter into such an agreement and to transfer the document mentioned in the first paragraph to the enterprise registrar for deposit in the register.

Surplus information.

Where the document contains information that is not required for the purposes of the register, the department or body shall transfer to the enterprise registrar only a document containing the required information.

Notification.

The department or body must inform the registrant before transferring a document that contains information concerning the registrant.

1993, c. 48, s. 72; 2002, c. 45, s. 551; 2005, c. 14, s. 34; 2006, c. 38, s. 66.

Competence.

72.1. The Minister is competent to transfer to the enterprise registrar for deposit in the register a document filed by a registrant under section 26.1 and a copy of the reference document sent previously to the registrant.

2005, c. 14, s. 35; 2006, c. 38, s. 67.

Other agreements.

73. The Minister may, according to law, enter into a written agreement for the same purposes as those set out in section 72 with a department or body of the Government of Canada, a province in

Canada or another State, or with an international organization.

1993, c. 48, s. 73; 2002, c. 45, s. 551; 2005, c. 14, s. 36; 2006, c. 38, s. 68.

Registration.

73.1. The Minister may enter into a written agreement with a government department or body to allow it to register a natural person, a partnership, a group or a legal person. Such an agreement may, in particular, pertain to the exercise of the powers and duties conferred by sections 74, 78 and 80.

Exercise of powers.

A government department or body that is party to such an agreement shall exercise the powers of the enterprise registrar under the conditions and within the limits provided for in the agreement.

Competence.

Any government department or body is competent to enter into such an agreement with the Minister.

1997, c. 89, s. 8; 2002, c. 45, s. 551; 2006, c. 38, s. 69.

Communication of information.

73.2. The Minister may enter into a written agreement with a government department, body or enterprise to allow the enterprise registrar to communicate to the department, body or enterprise information contained in a document filed by a registrant under this Act if the information must also be communicated by the registrant to the department, body or enterprise.

Competence.

Any department, body or government enterprise is competent to enter into such an agreement with the Minister.

Notification.

The enterprise registrar must inform the registrant before transferring information concerning the registrant.

2005, c. 14, s. 37; 2006, c. 38, s. 70.

Communication of all information.

73.3. The Minister may enter into a written agreement with a government department, body or enterprise to allow the enterprise registrar to communicate to the department, body or enterprise all the information contained in the register and any subsequent amendments if such a communication is necessary for the exercise of the powers and duties of the department, body or enterprise.

Competence.

Any department, body or government enterprise is competent to enter into such an agreement with the Minister.

Restrictions.

A department, body or government enterprise that receives information contained in the register under the first paragraph may not use that information to

- 1) make a compilation of information for a third person; or
- 2) make for its own purposes a compilation of information containing the name and address of a natural person or a compilation of information based on the name and address of a natural person,

except if the compilation is made for the purposes set out in subparagraphs 1 to 3 of the second paragraph of section 59 of the Act respecting Access to documents held by public bodies and the Protection of personal information (chapter A-2.1).

Opinion.

An agreement referred to in the first paragraph must be submitted to the Commission d'accès à l'information for an opinion. Section 70 of the Act respecting Access to documents held by public bodies and the Protection of personal information applies to such an agreement, with the necessary modifications.

2005, c. 14, s. 37; 2006, c. 38, s. 71.

Interpretation.

73.4. For the purposes of this Act, a government body includes any body referred to in the first paragraph of section 2 of the Financial Administration Act (chapter A-6.001), and a government enterprise includes any government enterprise referred to in the third paragraph of that section.

Interpretation.

In addition, a person designated by the National Assembly to exercise a function under its authority is considered to be a government body.

2005, c. 14, s. 37.

DIVISION III

PUBLICITY

Consultation.

74. Any person may consult register.

Consultation.

Consultation shall take place at the locations and times designated by the Minister.

Consultation.

Consultation of the index of documents, the statement of information and the index of names is free of charge. Consultation of deposited documents is subject to the fees prescribed by regulation.

1993, c. 48, s. 74; 1997, c. 89, s. 9; 2002, c. 45, s. 551; 2006, c. 38, s. 72.

Consultation.

75. The register may also be consulted during opening hours by any means of telecommunication authorized by the Minister. Such consultation is subject to the fees prescribed by regulation.

Access by telecommunications.

The enterprise registrar may, on the conditions he establishes and with the approval of the Minister, appoint persons authorized to make the register accessible by a means of telecommunication and determine the amount and method of their remuneration.

1993, c. 48, s. 75; 2002, c. 45, s. 551; 2006, c. 38, s. 73.

Transmission by box.

76. The enterprise registrar may, on the application of a person and upon payment of the fees prescribed by regulation, transmit any document issued by him by depositing it in a box made

available by him.

1993, c. 48, s. 76; 2002, c. 45, s. 551; 2006, c. 38, s. 74.

Compilation of information.

77. The enterprise registrar may supply to any person so requesting, upon payment of the fees the Minister determines with government approval, a compilation of the information contained in the statements of information.

Restriction.

The name and address of a natural person may not, however, be part of or the basis for such compilation except where the compilation is requested by a government department or body for the purposes set out in subparagraphs 1 to 3 of the second paragraph of section 59 of the Act respecting Access to documents held by public bodies and the Protection of personal information (chapter A-2.1).

1993, c. 48, s. 77; 1994, c. 14, s. 33; 2002, c. 45, s. 551; 2006, c. 38, s. 75.

Compilation of information.

77.1. This Act does not prevent the Minister from compiling information from the register as though the information were provided by the enterprise registrar under section 71 of the Act respecting the Ministère du Revenu (chapter M-31).

2006, c. 38, s. 76.

Copy of index or statement.

78. The enterprise registrar shall issue a copy or extract of the index of documents, statement of information or index of names to any person so requesting, free of charge.

1993, c. 48, s. 78; 1997, c. 89, s. 10; 2002, c. 45, s. 551.

Copy of document.

79. Upon payment of the fees prescribed by regulation, the enterprise registrar shall issue to any person so requesting a copy or extract of a document deposited in the register.

Copy or extract.

In the case of a copy or extract of a document deposited in the register in respect of a registrant which has availed itself of an exemption established by regulation under the third paragraph of section 97, the enterprise registrar shall delete the information covered by the exemption from the extract or copy. An extract or copy so issued and certified in accordance with section 80 is deemed to be a true extract or copy.

1993, c. 48, s. 79; 2001, c. 20, s. 5; 2002, c. 45, s. 551.

Certification.

80. The enterprise registrar shall also, upon request and upon payment of the fees prescribed by regulation, certify a copy or extract issued by him.

1993, c. 48, s. 80; 1997, c. 89, s. 11; 2002, c. 45, s. 551.

Attestation.

81. The enterprise registrar shall, upon request and upon payment of the fees prescribed by regulation, attest that a person, partnership or group is, or is not,

1) registered;

- 2) in a position of having failed to file an annual declaration;
- 3) in a position of having failed to comply with a request made under section 38;
- 4) in the process of dissolving;
- 5) struck off the register.

Assumption.

In the case of a legal person described in section 26.1, the attestation required under subparagraph 2 of the first paragraph is issued on the assumption that the filing period for the annual declaration for the current year is the same as that for the preceding year, unless the legal person confirms in writing, to the enterprise registrar, the filing period for the current year.

1993, c. 48, s. 81; 2002, c. 45, s. 551; 2006, c. 38, s. 77.

Setting up and proof.

82. Information relating to a registrant may be set up against third persons from the time it is entered in the statement of information. Third persons may submit any proof to refute the information contained in a declaration or in a document transferred to the enterprise registrar under section 72, 72.1 or 73.

Description of information.

That information shall include:

- 1) the registrant's name and, if previously registered, its business number;
- 2) any other name used by the registrant in Québec;
- 3) an entry indicating the fact that the registrant is a natural person operating an enterprise or, as the case may be, an entry indicating the registrant's juridical form and the Act under which the registrant is constituted;
- 4) the registrant's domicile;
- 5) the domicile elected by the registrant for the purposes of this Act with an entry indicating the name of the addressee;
- 6) the names and domiciles of the directors, with an entry indicating the position held by each;
- 7) the names and domiciles of the president, secretary and principal officer, where they are not members of the board of directors, with an entry indicating the positions they hold;
- 8) the name and address of the registrant's attorney;
- 9) the name, address and capacity of the person mentioned in section 5;
- 10) the address of the principal establishment possessed by the registrant in Québec;
- 11) the name and domicile of each partner, with an entry indicating that no other person is a member of the partnership, and distinguishing, in the case of a limited partnership, the general partners from the special partners known at the time the contract is entered into;
- 12) the object pursued by the partnership;
- 13) the name of the State in which the registrant was constituted as a legal person and the date of constitution;

14) the name of the State in which the amalgamation or division giving rise to the legal person took place, the date of the amalgamation or division and the name, domicile and business number of any legal person that was a party to the amalgamation or division;

15) the date of its continuation or other transformation.

Precision.

For the purposes of article 2195 of the Civil Code, only the information described in the second paragraph is that required in a declaration of partnership or an amending declaration.

1993, c. 48, s. 82; 2005, c. 14, s. 38.

CHAPTER VI

REMEDIES

DIVISION I

ADMINISTRATIVE REMEDY

Petition for change of name.

83. Any interested person may, upon payment of the fees prescribed by regulation, petition the enterprise registrar to order a registrant to change the name used in carrying on activities, other than the name under which the registrant was constituted, or to cease using a name, where it is not in conformity with the law or with the regulations.

Exception.

The first paragraph does not apply to a natural person who registers voluntarily and who, for that purpose, declares only his surname and given name.

1993, c. 48, s. 83; 2002, c. 45, s. 551.

Petition for cancellation.

84. Any interested person may, upon payment of the fees prescribed by regulation, petition the enterprise registrar to cancel an entry or the deposit in the register of a declaration, a notice under the second paragraph of section 43, a notice of closure or a liquidation notice under section 53, or a document transferred under section 72, 72.1 or 73, where the presentation of the declaration, notice or document giving rise to the registration was carried out without entitlement.

1993, c. 48, s. 84; 2005, c. 14, s. 39.

Petition for correction or striking out.

85. Any interested person other than a registrant may, upon payment of the fees prescribed by regulation, petition the enterprise registrar to correct or strike out any inaccurate information appearing in the register.

1993, c. 48, s. 85; 2002, c. 45, s. 551.

Observations of interested parties.

86. The enterprise registrar shall, before rendering a decision, allow all interested parties to submit their observations.

1993, c. 48, s. 86; 2002, c. 45, s. 551.

Decision of enterprise registrar.

87. Every decision of the enterprise registrar shall be in writing, give reasons, be signed and be deposited in the register. A copy of the decision shall be transmitted without delay to each of the parties.

Decision executory.

The decision is executory on the expiry of the time limit for appeal provided for in section 91.

1993, c. 48, s. 87; 2002, c. 45, s. 551.

Filing of order.

88. At the expiry of the time limit for appeal, the enterprise registrar shall file the order rendered under section 83 at the office of the clerk of the Superior Court of the district in which the domicile or the address of the principal establishment in Québec of the registrant, or the address of his attorney, is situated.

Force and effect.

The filing of the order confers on it the same force and effect as a judgment of the Superior Court.

1993, c. 48, s. 88; 2002, c. 45, s. 551.

89. (Repealed).

1993, c. 48, s. 89; 2002, c. 45, s. 551; 2006, c. 38, s. 78.

DIVISION II

JUDICIAL REMEDIES

Appeal.

90. An appeal lies from a decision of the enterprise registrar made under section 70 or under Division I.

Appeal.

An appeal also lies from a refusal of the enterprise registrar to register a registrant or to deposit a document in the register on the grounds that the name declared is not in conformity with the provisions of any of subparagraphs 1 to 6 of the first paragraph or of the second paragraph of section 13.

Restriction.

An appeal does not suspend execution of a decision rendered under sections 18, 19, 24, 31, 42 and 48.

1993, c. 48, s. 90; 1997, c. 89, s. 12; 2002, c. 45, s. 551.

Appeal procedure.

91. An appeal is brought by the deposit, at the office of the clerk of the Court of Québec of the district in which the domicile, the address of the principal establishment in Québec or the address of the attorney of the registrant is situated, of a motion served on the parties and on the enterprise registrar, within 60 days of the decision.

Appeal after expiry of time limit.

Where circumstances so warrant, the court may allow a party to bring an appeal after the expiry of the time limit prescribed in the first paragraph.

1993, c. 48, s. 91; 1997, c. 89, s. 13; 2002, c. 45, s. 551.

Transmission of record.

92. Upon service of the motion, the enterprise registrar shall transmit the record relating to the decision from which the appeal has been brought to the office of the clerk of the Court of Québec.

Notice of motion.

Where the appeal is from a decision made under Division I, the enterprise registrar shall deposit notice of the service of the motion in the register.

1993, c. 48, s. 92; 2002, c. 45, s. 551.

Hearing and decision.

93. The appeal shall be heard and decided by preference.

1993, c. 48, s. 93.

Judgment.

94. Subject to any additional proof it may require, the Court of Québec shall render its judgment on the record submitted to it after having allowed the parties to present their points of view.

Rules of practice.

The Court may, in the manner prescribed in article 47 of the Code of Civil Procedure (chapter C-25), adopt rules of practice considered to be necessary for the application of this division. The rules shall be submitted to the Government for approval.

1993, c. 48, s. 94.

Form and content of judgment.

95. The Court of Québec may confirm or quash the decision appealed from and decide on any measure it deems expedient. The judgment must be in writing, give reasons, and be signed by the judge who rendered it.

Final judgment.

The judgment is final and may not be appealed from.

1993, c. 48, s. 95.

Certified copy of judgment.

96. The clerk shall transmit a certified copy of the judgment to each of the parties and to the enterprise registrar.

Entry in register.

The enterprise registrar shall make any necessary changes in the register and enter therein an indication that the judgment has been rendered.

1993, c. 48, s. 96; 1997, c. 89, s. 14; 2002, c. 45, s. 551.

CHAPTER VII

REGULATION

Regulations.

97. The Government may, by regulation, determine

- 1) the standards relating to the composition of names for the application of subparagraph 4 of the first paragraph of section 13;
- 2) the public authorities referred to in subparagraph 6 of the first paragraph of section 13;
- 3) the cases in which the name of a registrant suggests that the registrant is related to another person, partnership or group;
- 4) the criteria to be taken into account for the purposes of subparagraphs 7 and 8 of the first paragraph of section 13;
- 5) the specifications relating to the type, quality and format of support medium used for documents deposited in the register and relating to the arrangement and form of the text contained therein;
- 6) the period for depositing annual declarations;
- 7) the elements which must be contained in the statement of information.

Exemption.

The Government may also, by regulation and in particular circumstances, grant, in respect of another province of Canada and subject to reciprocity, an exemption to certain registrants as regards the requirement to designate an attorney set out in section 4. Such a regulation may be made to give effect to an intergovernmental agreement.

Exemption.

In special circumstances, the Government may also, by regulation, grant an exemption to a class of registrants as regards the requirement to declare certain information under section 10.

1993, c. 48, s. 97; 1995, c. 56, s. 2; 2001, c. 20, s. 6.

Fees.

98. The Government may, by regulation, prescribe the fees payable for

- 1) the registration of registrants and the deposit of documents in the register, other than the deposit of constituting acts, amending declarations and declarations for striking off;
- 2) the filing of an initial declaration or an annual declaration after the prescribed time limit;
- 3) the revocation of an ex officio striking off;
- 4) the consultation, handling and sending of documents deposited in the register;
- 5) the consultation of the register or the sending of documents deposited in it by a means of telecommunication;
- 6) the issue of copies or extracts of a document deposited in the register, and for their certification;
- 7) the issue of attestations;
- 8) the rental of a box in the offices of the enterprise registrar;
- 9) a request under sections 83 to 85.

Fees.

The Government may also, by regulation, prescribe the annual registration fee payable and the fees

payable for priority processing, on request, of a document that has been filed.

1993, c. 48, s. 98; 2001, c. 20, s. 8; 2002, c. 45, s. 551; 2005, c. 14, s. 40.

Categories.

99. The Government may, in exercising its regulatory powers, establish categories based on

- 1) the types of registrants described in section 2;
- 2) the status or juridical form of registrants;
- 3) the activities carried on by registrants or the enterprises operated by them;
- 4) the nature of the documents deposited or the support medium used for them.

1993, c. 48, s. 99.

CHAPTER VIII

CIVIL SANCTION AND PENAL PROVISIONS

DIVISION I

CIVIL SANCTION

Suspension for failure to register.

100. Where a person or partnership subject to the requirement of registration has not registered, the examination of an application presented by that person or partnership before a court or a body exercising judicial or quasi judicial functions may be suspended until registration is effected, where so requested by an interested person before the hearing.

Exception.

However, if the unregistered registrant is a natural person, the suspension may be granted only if the application presented by the natural person concerns the activity giving rise to the requirement of registration.

1993, c. 48, s. 100.

DIVISION II

PENAL PROVISIONS

Offences.

101. A registrant or a person referred to in section 5 is guilty of an offence upon failing to present the following duly completed declarations within the applicable time:

- 1) the declaration of registration referred to in section 9;
- 2) the initial declaration referred to in section 23.1;
- 3) the annual declaration referred to in section 26, unless the registrant or person is deemed to have satisfied the obligation under section 26.3 or is exempted under section 27 or 28;
- 4) the amending declaration referred to in sections 34, 35, 37 and 38, unless exempted under section 39 or 40.

1993, c. 48, s. 101; 2005, c. 14, s. 41.

Offence.

102. A registrant or a person referred to in section 5 is guilty of an offence upon knowingly presenting a declaration referred to in sections 9, 23.1, 26, 33, 34, 35, 37 and 38 that is false, incomplete or misleading.

1993, c. 48, s. 102; 2005, c. 14, s. 42.

False, incomplete or misleading document.

102.1. A registrant or a person referred to in section 5 is guilty of an offence upon knowingly presenting under section 26.1 a false, incomplete or misleading document that is deposited in the register following its transfer under section 72.1.

2005, c. 14, s. 43.

Offences.

103. A person referred to in section 5 is guilty of an offence upon

- 1) failing to file the duly completed amending declaration referred to in section 36;
- 2) knowingly presenting, under section 36, an amending declaration that is false, incomplete or misleading.

1993, c. 48, s. 103; 2005, c. 14, s. 44.

Offences.

104. A liquidator of the succession of a registrant is guilty of an offence upon

- 1) failing to present, within the prescribed time, the duly completed declaration for striking off referred to in section 44, unless exempted under that provision;
- 2) knowingly presenting, under section 44, a declaration for striking off that is false, incomplete or misleading.

1993, c. 48, s. 104; 2005, c. 14, s. 45.

Offences.

105. A person referred to in section 45 is guilty of an offence upon

- 1) failing to present the duly completed declaration for striking off referred to in that section;
- 2) knowingly presenting, under that section, a declaration for striking off that is false, incomplete or misleading.

1993, c. 48, s. 105; 2005, c. 14, s. 46.

Offence.

106. A registrant or a person referred to in section 5 is guilty of an offence upon declaring or using a name prohibited under subparagraphs 1 to 6 of the first paragraph and the second paragraph of section 13.

1993, c. 48, s. 106.

Penalty.

107. Every person guilty of an offence under a provision of any of sections 101 to 106 is liable to a fine of not less than \$200 and not more than \$2,000 in the case of a natural person, and not less than

\$400 and not more than \$4,000 in the case of a legal person.

Penalty.

For a second or subsequent offence, the fines are doubled.

1993, c. 48, s. 107; 2005, c. 14, s. 47.

Requirement to present declaration.

108. A judge who imposes a fine on a person convicted of an offence against a provision of any of sections 101 to 105 may, in addition, order that person to present the declaration that should have been presented.

1993, c. 48, s. 108.

Offence and penalty.

109. Every director, officer or attorney of a registrant who ordered, authorized or advised the commission of an offence under a provision of section 101, 102 or 106, or who consented thereto or otherwise took part in the offence, is guilty of an offence and is liable to a fine of not less than \$200 and not more than \$2 000.

Penalty.

For a second or subsequent offence, the fines are doubled.

1993, c. 48, s. 109.

Presumption.

110. For the purposes of proceedings instituted under the Code of Penal Procedure (chapter C-25.1) to sanction an offence under this division, any information concerning a legal person subject to registration, certified by the enterprise registrar as originating with the authority that constituted that legal person, is presumed to be accurate failing proof to the contrary.

1993, c. 48, s. 110; 2002, c. 45, s. 551.

CHAPTER IX

AMENDING PROVISIONS

111. (Omitted).

1993, c. 48, s. 111.

ACT RESPECTING ACCESS TO DOCUMENTS HELD BY PUBLIC BODIES AND THE PROTECTION OF PERSONAL INFORMATION

112. (Amendment integrated into c. A-2.1, s. 2).

1993, c. 48, s. 112.

ACT RESPECTING INSURANCE

113. (Amendment integrated into c. A-32, s. 1).

1993, c. 48, s. 113.

114. (Amendment integrated into c. A-32, s. 24).

1993, c. 48, s. 114.

115. (Amendment integrated into c. A-32, s. 38).
1993, c. 48, s. 115.
116. (Amendment integrated into c. A-32, s. 39).
1993, c. 48, s. 116.
117. (Amendment integrated into c. A-32, s. 41).
1993, c. 48, s. 117.
118. (Amendment integrated into c. A-32, s. 77).
1993, c. 48, s. 118.
119. (Amendment integrated into c. A-32, s. 93.9).
1993, c. 48, s. 119.
120. (Amendment integrated into c. A-32, s. 93.15).
1993, c. 48, s. 120.
121. (Amendment integrated into c. A-32, s. 93.20).
1993, c. 48, s. 121.
122. (Amendment integrated into c. A-32, s. 93.22).
1993, c. 48, s. 122.
123. (Amendment integrated into c. A-32, ss. 93.25-93.27.4).
1993, c. 48, s. 123.
124. (Amendment integrated into c. A-32, s. 93.36).
1993, c. 48, s. 124.
125. (Omitted).
1993, c. 48, s. 125.
126. (Amendment integrated into c. A-32, s. 93.102).
1993, c. 48, s. 126.
127. (Amendment integrated into c. A-32, s. 93.110).
1993, c. 48, s. 127.
128. (Amendment integrated into c. A-32, s. 93.115).
1993, c. 48, s. 128.
129. (Amendment integrated into c. A-32, s. 93.117).
1993, c. 48, s. 129.
130. (Amendment integrated into c. A-32, s. 93.120).

1993, c. 48, s. 130.

131. (Amendment integrated into c. A-32, s. 93.121).

1993, c. 48, s. 131.

132. (Amendment integrated into c. A-32, s. 93.126).

1993, c. 48, s. 132.

133. (Amendment integrated into c. A-32, s. 93.187).

1993, c. 48, s. 133.

134. (Amendment integrated into c. A-32, s. 93.197).

1993, c. 48, s. 134.

135. (Amendment integrated into c. A-32, s. 93.198).

1993, c. 48, s. 135.

136. (Amendment integrated into c. A-32, s. 93.202).

1993, c. 48, s. 136.

137. (Amendment integrated into c. A-32, s. 93.203).

1993, c. 48, s. 137.

138. (Amendment integrated into c. A-32, s. 93.209).

1993, c. 48, s. 138.

139. (Amendment integrated into c. A-32, s. 93.212).

1993, c. 48, s. 139.

140. (Amendment integrated into c. A-32, s. 93.214).

1993, c. 48, s. 140.

141. (Amendment integrated into c. A-32, s. 93.217).

1993, c. 48, s. 141.

142. (Amendment integrated into c. A-32, s. 93.218).

1993, c. 48, s. 142.

143. (Amendment integrated into c. A-32, s. 93.264).

1993, c. 48, s. 143.

144. (Amendment integrated into c. A-32, s. 93.271).

1993, c. 48, s. 144.

145. (Amendment integrated into c. A-32, s. 99).

1993, c. 48, s. 145.

146. (Amendment integrated into c. A-32, s. 100.1).
1993, c. 48, s. 146.
147. (Amendment integrated into c. A-32, s. 101).
1993, c. 48, s. 147.
148. (Amendment integrated into c. A-32, s. 102).
1993, c. 48, s. 148.
149. (Amendment integrated into c. A-32, s. 103).
1993, c. 48, s. 149.
150. (Amendment integrated into c. A-32, s. 106).
1993, c. 48, s. 150.
151. (Amendment integrated into c. A-32, s. 109).
1993, c. 48, s. 151.
152. (Amendment integrated into c. A-32, s. 121).
1993, c. 48, s. 152.
153. (Amendment integrated into c. A-32, s. 174).
1993, c. 48, s. 153.
154. (Amendment integrated into c. A-32, s. 188).
1993, c. 48, s. 154.
155. (Amendment integrated into c. A-32, s. 189).
1993, c. 48, s. 155.
156. (Amendment integrated into c. A-32, s. 191).
1993, c. 48, s. 156.
157. (Amendment integrated into c. A-32, s. 192).
1993, c. 48, s. 157.
158. (Amendment integrated into c. A-32, s. 197).
1993, c. 48, s. 158.
159. (Amendment integrated into c. A-32, s. 198).
1993, c. 48, s. 159.
160. (Amendment integrated into c. A-32, s. 199).
1993, c. 48, s. 160.
161. (Amendment integrated into c. A-32, s. 200).

1993, c. 48, s. 161.

162. (Amendment integrated into c. A-32, s. 200.6).

1993, c. 48, s. 162.

163. (Amendment integrated into c. A-32, s. 200.8).

1993, c. 48, s. 163.

164. (Amendment integrated into c. A-32, s. 306).

1993, c. 48, s. 164.

165. (Amendment integrated into c. A-32, s. 395).

1993, c. 48, s. 165.

166. (Amendment integrated into c. A-32, s. 420).

1993, c. 48, s. 166.

ACT RESPECTING THE CAISSES D'ENTRAIDE ÉCONOMIQUE

167. (Amendment integrated into c. C-3, s. 5).

1993, c. 48, s. 167.

SAVINGS AND CREDIT UNIONS ACT

168. (Amendment integrated into c. C-4.1, s. 17).

1993, c. 48, s. 168.

169. (Amendment integrated into c. C-4.1, s. 20).

1993, c. 48, s. 169.

170. (Amendment integrated into c. C-4.1, s. 22.1).

1993, c. 48, s. 170.

171. (Amendment integrated into c. C-4.1, s. 24).

1993, c. 48, s. 171.

172. (Amendment integrated into c. C-4.1, s. 25).

1993, c. 48, s. 172.

173. (Amendment integrated into c. C-4.1, s. 25.1).

1993, c. 48, s. 173.

174. (Amendment integrated into c. C-4.1, s. 29).

1993, c. 48, s. 174.

175. (Omitted).

1993, c. 48, s. 175.

176. (Amendment integrated into c. C-4.1, s. 36).

1993, c. 48, s. 176.

177. (Amendment integrated into c. C-4.1, s. 39).

1993, c. 48, s. 177.

178. (Amendment integrated into c. C-4.1, s. 51).

1993, c. 48, s. 178.

179. (Amendment integrated into c. C-4.1, s. 60).

1993, c. 48, s. 179.

180. (Amendment integrated into c. C-4.1, s. 62).

1993, c. 48, s. 180.

181. (Amendment integrated into c. C-4.1, s. 312).

1993, c. 48, s. 181.

182. (Amendment integrated into c. C-4.1, s. 313).

1993, c. 48, s. 182.

183. (Amendment integrated into c. C-4.1, s. 322).

1993, c. 48, s. 183.

184. (Amendment integrated into c. C-4.1, s. 324).

1993, c. 48, s. 184.

185. (Amendment integrated into c. C-4.1, s. 327).

1993, c. 48, s. 185.

186. (Amendment integrated into c. C-4.1, s. 498).

1993, c. 48, s. 186.

187. (Omitted).

1993, c. 48, s. 187.

188. (Amendment integrated into c. C-4.1, s. 539).

1993, c. 48, s. 188.

189. (Amendment integrated into c. C-4.1, s. 540).

1993, c. 48, s. 189.

190. (Amendment integrated into c. C-4.1, s. 541).

1993, c. 48, s. 190.

FARMERS' CLUBS ACT